

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

.....	X	
SECURITIES INVESTOR PROTECTION	:	
CORPORATION,	:	
	:	
Plaintiff,	:	Adv. Pro. No. 08-1789 (BRL)
	:	
v.	:	SIPA LIQUIDATION
	:	
BERNARD L. MADOFF INVESTMENT	:	(substantively consolidated)
SECURITIES LLC,	:	
	:	
Defendant.	:	
.....	X	
In re:	:	
	:	
BERNARD L. MADOFF,	:	
	:	
Debtor.	:	
.....	X	

**STIPULATED ORDER DENYING VARIOUS AVOIDANCE DEFENDANTS’
INTERVENTION REQUEST RELATING
TO THE TRUSTEE’S TIME-BASED DAMAGES MOTION**

This Stipulated Order, being submitted in the above-captioned proceeding (the “Proceeding”) for approval, is entered into between and among the Trustee (the “Trustee”) for Bernard L. Madoff Investment Securities LLC (“BLMIS”) on the one hand, and the parties named in the signature blocks below or on Exhibits A and B annexed hereto, who are defendants in adversary proceedings commenced in connection with the Proceeding¹ by the Trustee (“Defendants” and, together with the Trustee, the “Parties”), on the other hand.

¹ The Defendants have each filed motions to withdraw the reference to the District Court for the Southern District of New York for certain issues arising in the adversary proceedings in which they are Defendants. The Defendants’ motions to withdraw the reference were granted.

RECITALS

WHEREAS, the Trustee filed a motion (the “Time-Based Damages Motion”) [ECF No. 5038] seeking to affirm his determination of claims which excludes an interest factor or constant dollar adjustment; and

WHEREAS, certain Defendants who did not file claims in this Proceeding together with Defendants that did file claims have joined in a consolidated opposition filed to the Time-Based Damages Motion, claiming that, among other things, the calculation of “net equity” should be adjusted for time value of money or inflation; and

WHEREAS, the Court determined in connection with the Scheduling Order [ECF No. 5022] on the Time-Based Damages Motion that certain parties who did not file claims in this Proceeding did not have standing to appear in the Time-Based Damages Motion; and

WHEREAS, a group of defendants who had not filed claims, represented by KL Gates (the “K&L Gates Parties”), which defendants are members of a joint defense/common interest group of which Defendants are also members, sought to intervene in and be heard on the Time-Based Damages Motion [ECF No. 5141]; and

WHEREAS, such request for intervention was opposed by the Trustee [ECF No. 5184] and denied by the Court pursuant to a Memorandum Endorsement dated January 3, 2013 (the “Denial Order”) [ECF No. 5185]; and

WHEREAS, in the absence of this Stipulated Order, Defendants have informed the Trustee that they would have moved to intervene on substantially the same grounds relied upon by the K&L Gates Parties, but recognize that any such motion would likely be denied for the same reasons set forth in the Denial Order; and

WHEREAS, the Defendants, not wishing to burden the Court and Parties with unnecessary motion practice, have approached the Trustee, seeking entry of an order comparable

to the Denial Order with respect to Defendants, without subjecting the Parties and the Court to the unnecessary time and expense of the further motion practice; and

WHEREAS, the Trustee, who would have opposed the Defendants' intervention request in the Proceeding, has agreed to this Stipulated Order which denies intervention in the Time-Based Damages Motion with respect to the Defendants, if "so ordered" by the Court.

NOW, THEREFORE, it is stipulated and agreed by and between the Parties, as follows:

ORDERED, by entry of this Stipulated Order, the Parties shall not be deemed to agree that intervention is warranted or unwarranted; and it is further

ORDERED, that the Parties reserve all rights, claims and defenses that they would have had had they not entered into this Stipulated Order or otherwise; and it is further

ORDERED, that Defendants are denied intervention in the Time-Based Damages Motion for the same reasons set forth in the Denial Order.

February 1, 2013
New York, New York

BAKER & HOSTETLER LLP

By: /s/ David J. Sheehan

David J. Sheehan

Jorian Rose

Seanna Brown

Bik Cheema

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New York, New York 10111

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*Attorneys for Irving H. Picard, as Trustee for the
Substantively Consolidated SIPA Liquidation of
Bernard L. Madoff Investment Securities LLC and
Bernard L. Madoff*

LOEB & LOEB LLP

By: /s/ P. Gregory Schwed
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E-mail: gschwed@loeb.com
dbesikof@loeb.com

Attorneys for Defendants set forth on Exhibit A

SCHULTE ROTH & ZABEL, LLP

By: /s/ Marcy Ressler Harris
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New York, New York 10022
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Facsimile: 212.593.5955
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Attorneys for Defendant Thomas H. Lee

WEIL, GOTSHAL & MANGES LLP

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767 Fifth Avenue
New York, New York 10153
Telephone: 212-310-8000
Facsimile: 212-310-8007

E-mail: jonathan.polkes@weil.com

Attorneys for Defendant Blue Star Investors, LLC

**KRAMER LEVIN NAFTALIS & FRANKEL
LLP**

By: /s/ Philip Bentley

Philip Bentley

Elise S. Frejka

Jason Rappaport

1177 Avenue of the Americas

New York, New York 10036

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Attorneys for Defendants set forth on Exhibit B

SO ORDERED:

DATED: February 5, 2013
New York, New York

/s/Burton R. Lifland
UNITED STATES BANKRUPTCY JUDGE,

EXHIBIT A

Defendants Represented by Loeb & Loeb LLP

Kenneth L. Evenstad Revocable Trust u/a/d May 2, 2000
Kenneth L. Evenstad <i>in his capacity as Grantor and Trustee for the Kenneth L. Evenstad Revocable Trust</i>
Grace B. Evenstad <i>in her capacity as Trustee for the Kenneth L. Evenstad Revocable Trust</i>
Kenneth L. Evenstad, <i>individually</i>
Grace B. Evenstad, <i>individually</i>
Kenneth L. Evenstad Revocable Trust u/a/d May 2, 2000
Kenneth L. Evenstad, <i>as Grantor and Trustee of the Kenneth L. Evenstad Revocable Trust and individually</i>
Grace B. Evenstad, <i>as Trustee of the Kenneth L. Evenstad Revocable Trust and individually</i>
MBE Preferred Limited Partnership
MBE General LLC, as the General Partner of MBE Preferred Limited Partnership
Kenneth L. Evenstad Revocable Trust u/a/d May 2, 2000 <i>as a Limited Partner of MBE Preferred Limited Partnership</i>
Kenneth L. Evanstad <i>in his capacity as Grantor and Trustee for the Kenneth L. Evenstad Revocable Trust u/a/d May 2, 2000</i>
Grace B. Evenstad <i>in her capacity as Trustee for the Kenneth L. Evenstad Revocable Trust u/a/d May 2, 2000</i>
Kenneth L. Evenstad, <i>individually</i>
Grace B. Evenstad, <i>individually</i>
Mark B. Evenstad Revocable Trust u/a/d January 30, 2003 <i>as a Limited Partner of MBE Preferred Limited Partnership</i>
Mark B. Evenstad <i>in his capacity as Grantor and Trustee for the Mark B. Evenstad Revocable Trust u/a/d January 30, 2003</i>

Shannnon Mahoney Evenstad <i>in her capacity as Trustee for the Mark B. Evenstad Revocable Trust u/a/d January 30, 2003</i>
Mark B. Evenstad, <i>individually</i>
Shannnon Mahoney Evenstad, <i>individually</i>
Mark B. Evenstad Revocable Trust u/a dated January 30, 2003
Mark B. Evenstad, <i>in his capacity as Grantor and Trustee for the Mark B. Evenstad Revocable Trust</i>
Shannon Mahoney Evenstad, <i>in her capacity as Trustee for the Mark B. Evenstad Revocable Trust</i>
Mark B. Evenstad, <i>individually</i>
Shannon Mahoney Evenstad, <i>individually</i>
Sew Preferred Limited Partnership
Sew General, LLC
Grace B. Evenstad Revocable Trust
Grace B. Evenstad, <i>as co-trustee of the Grace B. Evenstad Revocable Trust</i>
Kenneth L. Evenstad, <i>as co-trustee of the Grace B. Evenstad Revocable Trust</i>
Serene Warren Revocable Trust
Serene Warren, <i>as co-trustee of the Serene Warren Revocable Trust</i>
Christopher Warren, <i>as co-trustee of the Serene Warren Revocable Trust</i>
Serene Warren Revocable Trust u/a/d September 15, 2005
Serene Warren and Christopher Warren, <i>as trustees of the Serene Warren Revocable Trust</i>
Serene Warren, <i>individually</i>
Gorvis LLC, <i>a California Limited Liability Company</i>
The Stacy L. Koff Investment Trust, <i>a member of Gorvis, LLC,</i>
The David I. Koff Investment Trust, <i>a member of Gorvis, LLC</i>

<i>Alan S. Gordon, in his capacities as trustee of the Stacy L. Koff Investment Trust and trustee of the David I. Koff Investment Trust</i>
<i>C. Ray Johnson, in his capacities as trustee of the Stacy L. Koff Investment Trust and trustee of the David I. Koff Investment Trust</i>
<i>Stacy L. Koff, individually as settlor and beneficiary of the Stacy L. Koff Investment Trust</i>
<i>David I. Koff, individually as settlor and beneficiary of the David I. Koff Investment Trust</i>
The Koff Living Trust
<i>Howard M. Koff, individually and in his capacity as Trustee of the Koff Living Trust</i>
Marcia Koff

EXHIBIT B

Defendants Represented by Kramer Levin Nafalis & Frankel LLP

Ambassador Shoe Corporation
Arthur M. Siskind
Lillian Berman Goldfarb
Estate of Helene Abraham, Estate of Alexander Abraham, Nancy Abraham, James Abraham, Trust Under Clause Third (B) F/B/O Myron Wilk, Antonia Abraham, Karen Abraham, Lauren Abraham Mahoney, Trust U/A Dated 4/2/1996 F/B/O Karen Abraham, Trust U/A Dated 4/2/1996 F/B/O Antonia Abraham, Trust U/A Dated 4/2/1996 F/B/O Lauren Abraham
Richard A. Broms Revocable Trust, Richard A. Broms
Carol Nelson, Stanley Nelson
Lyle Berman, Lyle A. Berman Revocable Trust U/A DTD 6/18/04
Estate of Robert Rimsky , Rimsky Family Limited Partnership , L. Rimsky Inc. , Article Third Trust U/W Jeanne Rimsky , Article Fourth Trust Section One , Article Fourth Trust Section Three , Article Fifth Trust Section One, Douglas Jay Rimsky , Rena Rimsky Wing , Lee Cooper Rimsky , Don Harris Rimsky, Renee Rimsky , Margaret Rimsky , Sarah Rimsky Levitin , Kenneth Wing , Gabrielle Jaffe , Adam Beer, Jonathan Wing, Juliette Beer, Barry Meyers, Harriet L. Meyers, Eric Rimsky, Liza Rimsky, Kate Rimsky, K.A.L., A.R.L., J.L.W., T. Randolph Harris, Sheldon Silverberg
Robert A. Meister
Theresa Berman Revocable Trust, Theresa Berman, Lyle Berman, Sharon Berman Snyder
The Olesky Survivors Trust dated 2/27/84, Cynthia Olesky Giammarrusco
Malcolm Sherman
Agas Company L.P., Fred Schwartz, Allyne Schwartz, Ann J. Schwartz Kluger, Steven Schwartz, Amy Madlyn Schwartz, Gary Paul Schwartz
AHT Partners, LP, AHT Associates, LLC, Andrew H. Tananbaum
BWA Ambassador, Inc., Robert Siff, Shirley Siff

Bernard Greenman Marital Deduction Trust, Greenman Family Foundation, Inc., Phyllis Greenman, Lester Greenman, Judith Katz, Stewart Katz
Michael Goldstein
Indian Wells Partnership, LTD., , Linda H. Kamm, Harvey R. Heller
Rubin Family Investments Partnership, Harold Rubin Living Trust U/A dated August 24, 1990, Harold R. Rubin, Elaine Rubin Living Trust U/A dated August 24, 1990, Elaine S. Rubin, Stuart A. Rubin, Benjamin H. Rubin, Carol J. Rubin, Lisa P. Rubin, Linda S. Benenson, Dona L. Rodich, Paul A. Benenson, Michael E. Rodich
Geoffrey S. Rehnert
Neil S. Goldman
Karen Siff Exkorn
Collingwood Group, Richard Forman, Joan Forman
Shirley S. Siff Trust 1989 DTD 12/20/89, Robert M. Siff , Shirley S. Siff
Marc B. Wolpow 1995 Family Trust, Barry S. Volpert , R. Bradford Malt, Marc B. Wolpow, Nina Wolpow
Audax Group LP, Audax Management Co. LLC, 101 Huntington Holdings LLC, Marc B. Wolpow, Geoffrey S. Rehnert, Richard T. Joseph
Carol Nelson
Gordon Associates, Bruce Gordon
Robert M. Siff
Robert Rosenfield
Lawrence A. Siff
Kay Morrissey
Ludmilla Goldberg
Ninth Street Partners, Ltd. f/k/a Heller Bros. Partnership, LTD., SHL, Inc.
James Morrissey
Branch Family Development, LLC, Adam Steiner, Charles Steiner, Bryan Steiner

Mathew and Evelyn Broms Investment Partnership, Mathew Broms Revocable Trust, Evelyn Broms, Richard Broms, Irrevocable Trust for the Benefit of Alison Sarah Broms dtd 11/7/1984, John Doe
Carol Lederman
Lucerne Foundation, Douglas J. Rimsky
Estate of James Heller, Barbara H. Freitag, Steven P. Heller, Harry H. Falk, Eve Freitag, Elizabeth Freitag Dranoff, Trust F/B/O An.D. [a minor] under Articles Sixth and Eighth of the Last Will and Testament of James Heller, a New York trust, Trust F/B/O A1.D. [a minor] under Articles Sixth and Eighth of the Last Will and Testament of James Heller, a New York trust, Trust F/B/O S.H. [a minor] under Articles Sixth and Eighth of the Last Will and Testament of James Heller, a New York trust, Trust F/B/O Katherine Heller under Articles Sixth and Eighth of the Last Will and Testament of James Heller, Katherine Heller, Eleanor Leacock
Love & Quiches LTD. 401(k) Savings Plan and Its Related Trust, Susan Axelrod, Irwin Axelrod
D. Stone Industries, Inc. Profit Sharing Plan, Daniel Stone, Michael Stone, Susan Stone
The Lyle Berman Family Partnership, Neil I. Sell, Stanley Taube, Amy Berman Irrevocable Trust U/TA 8/9/89, Julie Berman Irrevocable Trust U/TA 8/9/89, Bradley Berman Irrevocable Trust U/TA 8/9/89, Jessie Lynn Berman Irrevocable Trust U/TA 8/9/89, Julie Berman, Bradley Berman, Jessie Lynn Berman, Amy Berman
Bertram Bromberg Trust UAD 5/26/06, Gloria Bromberg Trust UAD 5/26/06, Bertram Bromberg, Gloria Bromberg
Daniel Stone, Susan Jane Stone
Eugenia G. Vogel, Howard Vogel, Howard Vogel Retirement Plan
Harry Schick
Robert M. Siff
Lichter Family Partnership, Seymour Lichter, Betty G. Lichter
The Robert M. Siff Trust - 1990, Robert M. Siff, Shirley S. Siff
Joyce G. Moscoe, Donald S. Moscoe, Thomas Moscoe, Joyce G. Moscoe Revocable Trust Agreement

Estate of Elaine Cooper, Steven Mnuchin, Alan Mnuchin, Generation Skipping Transfer Trust FBO Alan Mnuchin, Generation Skipping Transfer Trust FBO Steven Mnuchin, Trust FBO Alan Mnuchin, Trust FBO Steven Mnuchin, Trust FBO E.M. Under Article 5C, Trust FBO D.M. Under Article 5C, Trust FBO J.M. Under Article 5C
Jeffrey H. Fisher Separate Property Revocable Trust, DTD 6/7/2007, Jeffrey Fisher, as grantor and as a trustee of the Jeffrey H. Fisher Separate Property Revocable Trust, DTD 6/7/2007, Louis Cohen, as a trustee of the Jeffrey H. Fisher Separate Property Revocable Trust, DTD 6/7/2007
Stuart M. Stein, Arthur Siskind, Arthur J. Feibus, Jamat Company, LLC, Mestro Company
RIP Investments, LP, Village Hook, LLC, Sidney Kimmel Revocable Trust Dated May 17, 2001, Sidney Kimmel
Estate of David A. Wingate, Shoshanna L. Wingate
Falcon Associates, L.P., Marc B. Fisher
The Trust U/W/O H. Thomas Langbert F/B/O Evelyn Langbert, Evelyn Langbert, Fred Dechowitz (deceased)
James Heller Family, LLC, Estate of James Heller, Barbara H. Freitag, Steven P. Heller, Harry H. Falk, Steven P. Heller Revocable Trust , Robert P. Saltsman, Eve Freitag, Elizabeth Freitag Dranoff, Trust FBO AN.D. [a minor] under Articles Sixth and Eighth of the Last Will and Testament of James Heller , Trust FBO AL.D. [a minor] under Articles Sixth and Eighth of the Last Will and Testament of James Heller , Trust FBO S.H. [a minor] under Articles Sixth and Eighth of the Last Will and Testament of James Heller, Trust FBO Katherine Heller under Articles Sixth and Eighth of the Last Will and Testament of James Heller, Katherine Heller, Eleanor Leacock
Mark & Carol Enterprises, Inc., Estate of Mark T. Lederman, Carol Lederman
CAJ Associates, L.P., Carol Lederman
Jewish Association for Services for the Aged